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Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u>,	:	Case No. 05 – 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND INTERIM
APPLICATION OF SHEARMAN & STERLING LLP FOR ALLOWANCE OF
INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Douglas P. Bartner, hereby certify that:

I am a partner with the applicant firm, Shearman & Sterling LLP (“S&S”), with responsibility for the engagement of S&S as special counsel in the chapter 11 cases of Delphi Corporation and its affiliated debtors (collectively, the “Debtors”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the

“UST Guidelines”), and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order” and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

This certification is made in respect of S&S’s second interim fee application, dated July 31, 2006 (the “Application”), for approval of interim compensation and reimbursement of expenses for the period commencing February 1, 2006 through and including May 31, 2006 (the “Second Compensation Period”) in accordance with the Guidelines.

In respect of Section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by S&S and generally accepted by S&S’s clients; and
- d. in providing a reimbursable service, S&S does not make a profit on that service, whether the service is performed by S&S in-house or through a third party.

In respect of section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that S&S has complied with the provision requiring it to provide the Debtors, counsel for the Official Committee of Unsecured Creditors appointed in these cases (the “Creditors’ Committee”), the attorneys for the committee of equity security holders appointed in these chapter 11 cases (the “Equity Committee”), the attorneys for the Debtors’ prepetition lenders (the “Prepetition Lenders”), the attorneys for the Debtors’ postpetition lenders (the “DIP Lenders”), the joint fee review committee (the “Fee Review Committee”) and the United States Trustee for the Southern District of New York (the “United States Trustee”), on a

monthly basis, with a statement of S&S's fees and disbursements accrued during the previous month.

In respect of section B.3 of the Local Guidelines, I certify that the Debtors, the Creditors' Committee and the United States Trustee are each being provided with a copy of the Application.

Dated: New York, New York
July 31, 2006

A handwritten signature in black ink, appearing to read 'DL Bartner', is written above a horizontal line.

Douglas P. Bartner (DB-2301)